

Deed
By: 63-4-4A ✓
58-93-1
BK 3108 PG 230

QUIT CLAIM DEED

004057

MAINE CENTRAL RAILROAD COMPANY, a Corporation organized and existing under the laws of the State of Maine and located at Portland, in the County of Cumberland and State of Maine, for consideration paid, grants to SCOTT PAPER COMPANY, a Corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, and having a place of business in Winslow, Kennebec County, State of Maine, with Quit Claim covenants, all its right, title and interest in and to all that portion of the premises described in Exhibit A hereto located in Winslow and Waterville, Kennebec County, State of Maine, that lies westerly of the westerly line of the first parcel described in deed of Lockwood Company to Hollingsworth and Whitney Company dated October 21, 1891 and recorded in Kennebec County Registry of Deeds in Book 389, Page 194.

TRANSFER
TAX
PAID

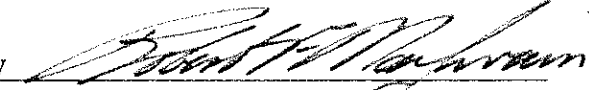
This instrument does not include or convey any flowage rights.

IN WITNESS WHEREOF, the said Maine Central Railroad Company has caused this instrument to be sealed with its corporate seal and signed in its corporate name by Robert F. MacSwain its

Attorney-in-Fact thereunto duly authorized, this 27 day of
January in the year one thousand nine hundred and eighty-seven.

MAINE CENTRAL RAILROAD COMPANY

By



Robert F. MacSwain

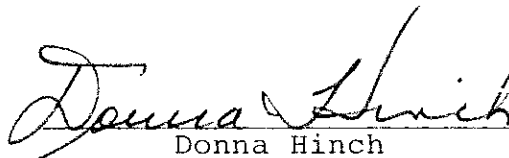
Attorney-in-Fact by Vote of the
Board dated December 13, 1984

~~STATE~~ COMMONWEALTH OF MASSACHUSETTS

COUNTY OF Suffolk

Then personally appeared the above-named Robert F. MacSwain,
Attorney-in-Fact, of said Grantor Corporation as aforesaid, and
acknowledged the foregoing instrument to be his free act and deed
in his said capacity, and the free act and deed of said
corporation.

Before me,



Donna Hinch
Notary Public

My Commission Expires Sept. 25, 1992



EXHIBIT APARCEL OF LAND TO BE LEASED BY SCOTT PAPER COMPANY TO THE
HYDRO-KENNEBEC LIMITED PARTNERSHIP

A certain piece or parcel of land situated in the Town and City Winslow and Waterville, County of Kennebec, State of Maine, bounded and described as follows, to wit:

Beginning at a point at or near the mean low water line of the Kennebec River, in the Town of Winslow near the northwest corner of the existing Scott Paper Company Gate House, said point being N 25°-44'-32.1" E and 10 feet from an aluminum survey marker having Maine State Coordinates of N 631,089.875 E 642,793.88 according to the Maine State Coordinate System west zone; thence, S 25°-44'-32.1" W 10 feet to said survey marker; thence, S 25°-44'-32.1" W 377.32 feet to an iron rod to be set; thence, S 56°-39'-33.5" W 454.86 feet to an iron rod to be set; thence, N 90°-00'-00" W 340 feet to an iron rod to be set at or near the mean low water line of the Kennebec River; thence, N 07°-36'-40.2" W crossing the Kennebec River to the southwest corner of a concrete retaining wall in the City of Waterville on the westerly bank of the Kennebec River; thence, following the exterior edge of the concrete retaining wall S 79°-29'-57.7" E 24.25 feet to an angle point; thence, N 34°-49'-09" E 142.17 feet to an angle point; thence, N 14°-08'-47.7" E 20.88 feet to an angle point; thence, N 29°-47'-53.5" E 20.79 feet to an angle point; thence, N 38°-18'-31.8" W 13.74 feet to the end of said retaining wall; thence, N 78°-28'-05.9" E 363.81 feet to a point in the Kennebec River; thence, S 60°-00'-00" E 600.00 feet to the point of beginning.

Said above-described lease area contains 14.21 acres. All bearings are based on Grid North of the Maine State Coordinate System (west zone).

CERTIFICATE OF VOTE

I, Richard E. Long, Secretary of Maine Central Railroad Company (the "Company"), do hereby certify that at a meeting of the Board of Directors of the Company duly called and held on December 13, 1984, at which all the members were present and acting throughout, the following resolutions were unanimously approved:

WHEREAS, the Company owns or leases real property which is not currently, or may not in the future be, used for railroad purposes and other rights and interest in such real property; and

WHEREAS, the Company desires to sell, lease, develop or otherwise manage such real property and rights or interests in such real property; and

WHEREAS, Robert F. MacSwain, Vice President - Real Estate of Guilford Transportation Industries, Inc. ("Guilford"), which owns directly or indirectly, all of the outstanding common stock of the Company, is generally responsible for the sale, lease, development and management of such property; and

WHEREAS, in order to facilitate and expedite transactions involving the sale, lease, development or management of such property which, at the time of such transaction, is not used for railroad purposes, it is desirable to authorize Mr. MacSwain to take certain actions on behalf of the Company;

NOW THEREFORE, be it and it hereby is

RESOLVED, that Robert F. MacSwain is granted power of attorney and is authorized, on behalf of the Company, to execute and deliver, without any further authorization by the Company, agreements of sale and deeds in respect of any such property of the Company in transactions in which the purchase price is not greater than \$100,000 and, with the

authorization of the President of Guilford, agreements of sale and deeds in respect of any such property of the Company in transactions in which the purchase price is in excess of \$100,000 but not greater than \$500,000, in either case on such other terms and conditions as may be reasonable and appropriate;

FURTHER RESOLVED, that Robert F. MacSwain is granted power of attorney and is authorized, on behalf of the Company, to execute and deliver, without any further authorization by the Company, leases, easements or instruments in respect of any such property of the Company in which the term, including renewals, is not longer than 3 years and the present discounted value (using a discount rate of 10% annually) of the net rentals or other consideration payable to the Company are not greater than \$100,000 and on such other terms and conditions as may be reasonable and appropriate;

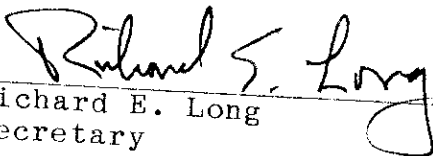
FURTHER RESOLVED, that Robert F. MacSwain is granted power of attorney and is authorized, on behalf of the Company, to execute and deliver agreements, instruments or documents, without any further authorization by the Company, in connection with the development of any such property of the Company in which the aggregate payment, obligation or commitment for expenditures by the Company or any of its subsidiaries or affiliates is not greater than \$100,000 and on such other terms and conditions as may be reasonable and appropriate;

FURTHER RESOLVED, that Robert F. MacSwain is granted power of attorney and is authorized, on behalf of the Company to take such other actions or to execute and deliver such other instruments as may be necessary and appropriate to accomplish any of the matters as to which he is authorized to act by the foregoing resolutions.

I further certify that the said Maine Central Railroad is duly organized and existing under the laws of the State of Maine and has the power to take the actions called for by the foregoing resolutions.

I further certify that the foregoing resolutions have not been modified, amended or rescinded and are in full force and effect as of this date.

IN WITNESS WHEREOF, I have set my hand and affixed the corporate seal of Maine Central Railroad Company this day of January, 1987.


Richard E. Long
Secretary

RECEIVED KENNERED SS.

1987 FEB 20 AM 9:00

RECORDED FROM ORIGINAL